

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY TRANSFER AGENT LITIGATION	05 Civ. 7583 (WHP) MOTION TO ADMIT COUNSEL <i>PRO HAC VICE</i>
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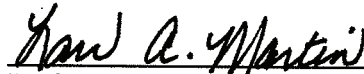
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Lori A. Martin, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name: David P. Nicolardi
Firm Name: Wilmer Cutler Pickering Hale and Dorr LLP
Address: 1875 Pennsylvania Avenue NW
City/State: Washington, D.C. 20006
Phone No.: (202) 663-6149
Fax No.: (202) 663-6363
Email: david.nicolardi@wilmerhale.com

David P. Nicolardi is a member in good standing of the bars of the State of New York and the District of Columbia. There are no pending disciplinary proceedings against David P. Nicolardi in any State or Federal Court.

Respectfully Submitted,

DATED: July 26, 2011

A handwritten signature in black ink, appearing to read "Lori A. Martin", is written over a horizontal line.

Lori A. Martin (LM 7125)

WILMERHALE LLP

399 Park Avenue

New York, NY 10022

(212) 295-6412

Lori.Martin@wilmerhale.com

Counsel for Defendants Smith Barney Fund

Management LLC and Citigroup Global Market Inc.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY TRANSFER AGENT LITIGATION	05 Civ. 7583 (WHP) DECLARATION OF LORI A. MARTIN IN SUPPORT OF MOTION TO ADMIT COUNSEL <i>PRO HAC VICE</i>
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I, Lori A. Martin, declare under penalty of perjury, as follows:

1. I am a Partner of the law firm Wilmer Cutler Pickering Hale and Dorr LLP (“Wilmer Hale”), counsel for defendants Smith Barney Fund Management LLC (“SBFM”) and Citigroup Global Markets Inc. (“CGMI”) in this action. I make this statement based on my personal knowledge of the facts set forth herein and in support of the motion to admit David Nicolardi as counsel *pro hac vice* to represent SBFM and CGMI in this matter.

2. I am a member in good standing of the bars of the State of New York, the District of Columbia, and the State of Pennsylvania. I am also admitted to practice in the United States District Court for the Southern District of New York, and am in good standing with that Court.

3. Mr. Nicolardi is an Associate of the law firm Wilmer Cutler Pickering Hale and Dorr LLP.


4. Mr. Nicolardi is, in my judgment, a skilled attorney and a person of integrity. He is fully familiar with Federal practice and the Federal Rules of Civil Procedure.

5. Accordingly, I move for the admission of David P. Nicolardi, *pro hac vice*. A proposed order granting the admission of David P. Nicolardi, *pro hac vice*, is attached hereto.

WHEREFORE it is respectfully requested that this Court grant the motion to admit David P. Nicolardi, *pro hac vice*, to represent SBFM and CGMI in the above-captioned matter.

Respectfully Submitted,

DATED: July 26, 2011


Lori A. Martin (LM 7125)

WILMERHALE LLP
399 Park Avenue
New York, NY 10022
(212) 295-6412
Lori.Martin@wilmerhale.com

*Counsel for Defendants Smith Barney Fund
Management LLC and Citigroup Global Markets
Inc.*



District of Columbia Court of Appeals
Committee on Admissions
430 F Street, N.W. — Room 123
Washington, D. C. 20001
202 / 879-2710

I, JULIO A. CASTILLO, Clerk of the District of Columbia
Court of Appeals, do hereby certify that

DAVID NICOLARDI

was on the 11TH day of JUNE, 2007
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on July 7,
2011.

JULIO A. CASTILLO
Clerk of the Court

By: 
Deputy Clerk



State of New York
Supreme Court, Appellate Division
Third Judicial Department

I, Robert D. Mayberger, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that

David Peter Nicolardi

having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 27th day of June, 2006, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of said Court, at the City of Albany, this 7th day of July, 2011.



Robert D Mayberger
Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY FUND TRANSFER AGENT LITIGATION	05 Civ. 7583 (WHP) [PROPOSED] ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION
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Upon the Motion of Lori A. Martin, attorney for defendants Smith Barney Fund Management LLC and Citigroup Global Markets Inc., and the sponsor attorney's declaration in support,

IT IS HEREBY ORDERED that

Applicant's Name: David P. Nicolardi
Firm Name: Wilmer Cutler Pickering Hale and Dorr LLP
Address: 1875 Pennsylvania Avenue NW
City/State: Washington, D.C. 20006
Phone No.: (202) 663-6149
Fax No.: (202) 663-6363
Email: david.nicolardi@wilmerhale.com

is admitted to practice *pro hac vice* as counsel for defendants Smith Barney Fund Management LLC and Citigroup Global Markets Inc., in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. Counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

DATED: _____
New York, New York

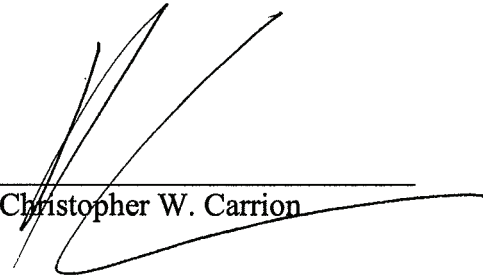
United States District Judge

CERTIFICATE OF SERVICE

I, Christopher W. Carrion, hereby certify under penalty of perjury that on August 3, 2011, I served true and correct copies of a Motion to Admit Counsel Pro Hac Vice, dated July 26, 2011, by overnight delivery, upon:

Joseph R. Seidman
Bernstein Liebhard, LLP
10 East 40th Street
22nd Floor
New York, NY 10016

Richard John Morvillo
Schulte Roth & Zabel LLP (DC)
1152 Fifteenth Street, N.W.
Suite 850
Washington, DC 20005



Christopher W. Carrion